

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
COMPUTE NORTH HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 22-90273 (MI)
)	
Debtors.)	(Jointly Administered)
)	Re: Docket Nos. 91, 173

**CERTIFICATION OF COUNSEL
REGARDING FURTHER REVISED PROPOSED ORDER
(A) APPROVING DE MINIMIS ASSET SALE PROCEDURES;
(B) APPROVING REJECTION PROCEDURES AND CERTAIN
ASSUMPTION AND ASSIGNMENT PROCEDURES AND THE FORM
AND MANNER OF NOTICE THEREOF; (C) AUTHORIZING THE DEBTORS
TO ENTER INTO ASSET PURCHASE AGREEMENTS WITH STALKING HORSE
BIDDERS; AND (D) SCHEDULING A FURTHER HEARING ON THE APPROVAL
OF THE DEBTORS' PROPOSED BIDDING PROCEDURES AND RELATED RELIEF**

Pursuant to paragraph 45 of the *Procedures for Complex Cases in the Southern District of Texas*, effective August 1, 2021, the undersigned hereby certifies as follows:

1. On September 26, 2022, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Debtors' Emergency Motion for Entry of (I) an Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors Assets Free*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors' service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors Assets Free and Clear of all Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(H) and 6006(D) [Docket No. 91] (the “Bid Procedures Motion”).

2. Attached to the Bid Procedures Motion as Exhibit A was a proposed form of order (the “Initial Proposed Order”).

3. On October 11, 2022, the Debtors filed notice [Docket No. 173] of a revised proposed order seeking approval of certain of the relief requested in the Bid Procedures Motion (the “Revised Proposed Order”), which included a redline showing changes against the Initial Proposed Order.

4. On October 11, 2022, the Court held a hearing (the “Bid Procedures Hearing”) to consider, among other things, the Bid Procedures Motion. At the Bid Procedures Hearing, certain parties raised concerns with respect to certain provisions of the Revised Proposed Order.

5. The Debtors hereby file a further revised proposed order seeking approval of certain of the relief requested in the Bid Procedures Motion, attached hereto as Exhibit A (the “Further Revised Proposed Order”), which incorporates changes in response to the concerns raised at the Bid Procedures Hearing regarding the Revised Proposed Order.

6. For the convenience of the Court and parties in interest, an interim redline of the Further Revised Proposed Order marked against the Revised Proposed Order is attached hereto as Exhibit B, and a cumulative redline of the Further Revised Proposed Order marked against the Initial Proposed Order is attached hereto as Exhibit C.

7. Following the Bid Procedures Hearing, the Debtors conferred with those parties that raised concerns at the hearing and provided such parties with a copy of the Further Revised Proposed Order. Each such party has advised the Debtors that they do not object to the entry of the Further Revised Proposed Order and all known objections to the relief sought pursuant to the Further Revised Proposed Order have been resolved. Accordingly, the Debtors respectfully request that the Court enter the Further Revised Proposed Order at the Court's earliest convenience without further notice or a hearing.

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Dated: October 12, 2022
Houston, Texas

/s/ *James T. Grogan III*

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Proposed Counsel to the Debtors and Debtors in Possession